

**LAW OFFICES OF RICHARD A. FOGEL, PLLC**  
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March 15, 2001

RECORDATION NO. 17848-TT FILED

MAR 16 '01 3:10 PM

SURFACE TRANSPORTATION BOARD

Secretary  
Surface Transportation Board  
1925 K Street N.W., Room 704  
Washington, D.C. 20036  
Attention: Recordation

RE: Documents for Recordation  
Trinity Industries Leasing Company  
Equipment Trust (Series 9-12)

Dear Ladies and Gentlemen:

On behalf of Trinity Industries Leasing Company and in accordance with the provisions of Section 11303 of the Interstate Commerce Act, as revised, and Rules and Regulations of the Surface Transportation Board ("STB") thereunder, enclosed herewith for filing and recordation are the following documents:

1. Two (2) executed originals of Twelfth Supplement to Equipment Trust Agreement, a primary document, dated as of March 13, 2001, between Trinity Industries Leasing Company (the "Company") and The Bank of New York, as Successor Trustee (the "Bank");
2. Two (2) executed originals of an Assignment, a primary document, dated March 13, 2001, between the Company ("Assignor") and the Bank, as Successor Trustee ("Assignee");
3. Two (2) executed originals of a Bill of Sale, a secondary document, dated March 13, 2001, between the Company ("Seller") and the Bank, as Successor Trustee ("Buyer"); and
4. Two (2) executed originals of a Bill of Sale, a secondary document, dated March 13, 2001, between the Bank, as Successor Trustee ("Seller") and the Company ("Buyer").

The enclosed Twelfth Supplement, Assignment and Bill of Sale referenced in paragraphs 1, 2 and 3, above, relate to the Equipment Trust Agreement dated as of June 30, 1992 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 17848 on July 1, 1992, along with an Assignment and Bill of Sale under Recordation Nos. 17848-B and 17848-A, respectively.

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The enclosed Bill of Sale referenced in paragraph 4, above, relates to various railcars and the lease thereof subject to the said Equipment Trust Agreement that were released from the Equipment Trust and assigned by the said Trustee to the Company.

We request that the Assignment be cross-indexed.

The address of Trinity Industries Leasing Company is 2000 Gardner Expressway, Quincy, Illinois 62306-0867, and the address of the Bank, the Trustee is 101 Barclay, (21W), New York, NY 10286.

The railroad equipment covered by the Twelfth Supplement to Equipment Trust Agreement is described in Exhibit A attached hereto. The foregoing railroad equipment consists solely of cars intended for use relating to interstate commerce.

Enclosed is our firm's check in the amount of \$108.00 to cover the recordation fee. (Such fee was determined on the basis that the Assignment is being filed concurrently with the Twelfth Supplement to Equipment Trust Agreement).

You are hereby authorized to deliver any unneeded copies of the Twelfth Supplement to Equipment Trust Agreement, the Assignment and the Bills of Sale, with the filing date noted thereon, following recordation thereof, to the representative of Washington Service Bureau who is delivering this letter and said enclosures to you.

A short summary of the documents appear in the index follows:

- (a) Primary Documents. (i) Twelfth Supplement to Equipment Trust Agreement, a primary document, dated as of March 13, 2001, between the Company (as vendor and lessee), and the Bank, as Successor Trustee, and covering various railcars, and (ii) Assignment, a primary document, dated March 13, 2001, between the Company (as Assignor), and the Bank, as Successor Trustee, and covering various railcars.
- (b) Secondary Documents. Bill of Sale, a secondary document, dated March 13, 2001, between the Company (as Seller), and the Bank, as Successor Trustee (as Buyer), and covering various railroad cars, and connected to the Twelfth Supplement to Equipment Trust Agreement referred to in paragraph (a) above, and Bill of Sale, a secondary document, dated March 13, 2001, between the Bank, as Successor Trustee (as Seller) and the Company (as Buyer), and covering various railroad cars, and connected to the Equipment Trust Agreement dated as of June 30, 1992 referred to above.

Very truly yours,



Richard A. Fogel

RAF:slg  
Enclosures

cc: Neil Shoop

17848-TT  
RECORDED

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SURFACE TRANSPORTATION BOARD

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**TWELFTH SUPPLEMENT  
TO EQUIPMENT TRUST AGREEMENT**

(TRINITY INDUSTRIES LEASING COMPANY EQUIPMENT TRUST SERIES 9)

Dated as of March 13, 2001

Between

THE BANK OF NEW YORK,  
Successor Trustee

AND

TRINITY INDUSTRIES LEASING COMPANY

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TWELFTH SUPPLEMENT dated as of March 13, 2001 (herein called this "Twelfth Supplement"), to the Equipment Trust Agreement dated as of June 30, 1992 (hereinafter called the "Trust Agreement"), between TRINITY INDUSTRIES LEASING COMPANY, a Delaware corporation (hereinafter called the "Company") and THE BANK OF NEW YORK, a New York Banking Corporation, as Successor Trustee (hereinafter in such capacity called the "Trustee").

### PRELIMINARY STATEMENT

A. The Trust Agreement was filed with the Surface Transportation Board (the "STB") on July 1, 1992 under Recordation No. 17848.

B. The First Supplement to the Trust Agreement dated September 16, 1992 was filed with the STB on September 21, 1992, under Recordation No. 17848-D. The Second Supplement to the Trust Agreement dated March 17, 1995 was filed with the STB on March 21, 1995, under Recordation No. 17848-F. The Third Supplement to the Trust Agreement dated September 25, 1995 was filed with the STB on September 25, 1995, under Recordation No. 17848-J. The Fourth Supplement to the Trust Agreement dated August 27, 1996 was filed with the STB on September 3, 1996, under Recordation No. 17848-O. The Fifth Supplement to the Trust Agreement dated December 5, 1996 was filed with the STB on December 19, 1996 under Recordation No. 17848-R. The Sixth Supplement to the Trust Agreement dated March 20, 1997 was filed with the STB on March 26, 1997 under Recordation No. 17848-V. The Seventh Supplement to the Trust Agreement dated March 23, 1998 was filed with the STB on March 26, 1998 under Recordation No. 17848-Z. The Eighth Supplement to the Trust Agreement dated March 24, 1999 was filed with the STB on March 30, 1999 under Recordation No. 17848-DD. The Ninth Supplement to the Trust Agreement dated December 21, 1999 was filed with the STB on December 29, 1999 under Recordation No. 17848-HH. The Tenth Supplement to the Trust Agreement dated July 13, 2000 was filed with the STB on July 18, 2000 under Recordation No. 17848-LL. The Eleventh Supplement to the Trust Agreement dated September 5, 2000 was filed with the STB on September 13, 2000 under Recordation No. 17848-PP.

C. The Company has, pursuant to Section 5.05(a) of the Trust Agreement, issued its Request that the Trustee assign to the Company the railcars covered by the Existing Lease described in Exhibit C hereto (the "Assigned Equipment").

D. Pursuant to Section 5.05(a) of the Trust Agreement and such Request, the Company desires to convey to the Trustee other Equipment described in Exhibits A and B hereto of an aggregate fair value no less than the fair value of the Assigned Equipment (the "Substituted Equipment").

E. The parties desire to supplement and amend the Trust Agreement as provided herein.

NOW, THEREFORE, in consideration of the premises and the mutual covenants and agreements herein contained, the parties hereto agree as follows:

1. The Trust Agreement is hereby amended by adding to Exhibits A & B to the Trust Agreement the descriptions of the Substituted Equipment and Existing Leases contained in Exhibits

A and B hereto; and in accordance with Section 4.01 of the Trust Agreement, the Substituted Equipment shall be Trust Equipment and shall be included in the trust created thereunder and subject to all of the terms and provisions thereof.

2. The Trust Agreement, as hereby amended, is in all respects ratified and confirmed, and all rights and powers created or granted thereby or thereunder shall be and remain in full force and effect.

3. Terms used in this Supplement all have the respective meanings ascribed to them in the Trust Agreement.

4. The terms "Trust Agreement," "Agreement" or "Equipment Trust Agreement" as used in the Trust Agreement and all Exhibits thereto shall be construed to mean the Trust Agreement as amended by the First Supplement through this Supplement.


5. This Supplement may be executed in several counterparts each of which shall be deemed an original, and all such counterparts shall together constitute but one and the same instrument. This Supplement may be signed by each party hereto upon a separate copy in which event all of said copies shall constitute a single counterpart of this Supplement. It shall not be necessary in making proof of this Supplement to produce or account for more than one such counterpart.

6. This Supplement shall in all respects be governed by, and construed and enforced in accordance with, the laws of the State of Texas (including the conflicts of laws rules), including all matters of construction, validity and performance.

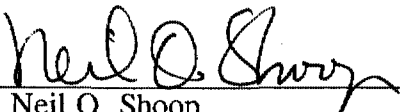
IN WITNESS WHEREOF, the parties have caused their names to be signed hereto by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed effective as of the date first written above.

TRINITY INDUSTRIES LEASING COMPANY

Attest:

  
Secretary

By:

  
Neil O. Shoop  
Treasurer

THE BANK OF NEW YORK, Successor Trustee

By: [Signature]  
Name: REMO J. REALE  
Title: Vice President

Attest: [Signature]

STATE OF TEXAS                   §  
   § ss.  
COUNTY OF DALLAS           §

On this 13th day of March, 2001, before me personally appeared Neil O. Shoop, to me personally known, who being by me duly sworn, says that he is the Treasurer of TRINITY INDUSTRIES LEASING COMPANY, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



[Signature]  
Signature of Notary Public

My Commission Expires: \_\_\_\_\_

STATE OF NEW YORK


§

§ ss.

COUNTY OF NEW YORK

§

On this 13 day of March, 2001, before me personally appeared REMO J. REALE to me personally known, who being by me duly sworn, says that he is the Vice President of THE BANK OF NEW YORK, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

  
Signature of Notary Public

My Commission Expires: \_\_\_\_\_

WILLIAM J. CASSELS  
Notary Public, State of New York  
No. 01CA5027729  
Qualified in Bronx County  
Commission Expires May 16, 2002

EXHIBIT A

1. Railroad Car Net Lease Agreement, dated July 8, 1999, between Trinity Industries Leasing Company and Farmers Grain Dealers, Inc., covering the following described railroad cars (Partial Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
30	5,161 cu. ft. Lo Covered Hopper Cars	TILX 311184-311186, 311190 TILX 311193, 311195, 311202 TILX 311204, 311205, 311208 TILX 311209, 311212, 311249 TILX 515199, 515232, 516014 TILX 516017, 516028, 516038 TILX 516055, 516066, 516072 TILX 516074, 516080, 516093 TILX 516102, 516110-516112 TILX 516119

2. Railroad Car Lease Agreement, dated July 10, 1989, between Trinity Industries Leasing Company and ADM Transportation Company, covering the following described railroad cars (Partial Rider 9):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
57	5,161 cu. ft. Lo Covered Hopper Cars	ADMX 49001-49021 ADMX 49023-49058



EXHIBIT A

1. Railroad Car Net Lease Agreement, dated July 8, 1999, between Trinity Industries Leasing Company and Farmers Grain Dealers, Inc., covering the following described railroad cars (Partial Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
30	5,161 cu. ft. Lo Covered Hopper Cars	TILX 311184-311186, 311190 TILX 311193, 311195, 311202 TILX 311204, 311205, 311208 TILX 311209, 311212, 311249 TILX 515199, 515232, 516014 TILX 516017, 516028, 516038 TILX 516055, 516066, 516072 TILX 516074, 516080, 516093 TILX 516102, 516110-516112 TILX 516119

2. Railroad Car Lease Agreement, dated July 10, 1989, between Trinity Industries Leasing Company and ADM Transportation Company, covering the following described railroad cars (Partial Rider 9):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
57	5,161 cu. ft. Lo Covered Hopper Cars	ADMX 49001-49021 ADMX 49023-49058

EXHIBIT B  
DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity</u>	<u>Initialed Car Numbers</u>	<u>Earliest Service</u>
1. 30 Hopper Cars	Lo	5,161 cu. ft.	TILX 311184-311186 TILX 311190, 311193 TILX 311195, 311202 TILX 311204, 311205 TILX 311208, 311209 TILX 311212, 311249 TILX 515199, 515232 TILX 516014, 516017 TILX 516028, 516038 TILX 516055, 516066 TILX 516072, 516074 TILX 516080, 516093 TILX 516102 TILX 516110-516112 TILX 516119	10/96
2. 57 Hopper Cars	Lo	5,161 cu. ft.	ADMX 49001-49021 ADMX 49023-49058	09/96

EXHIBIT C  
DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity</u>	<u>Initialed Car Numbers</u>	<u>Earliest Service</u>
1. 101 Hopper Cars	Lo	2,950 cu. ft.	ERCX 9430-9472 ERCX 9474-9531	01/95